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October 30th, 2000

Secretary of State
Division of Corporations New Filing Section 409 E. Gains Street
Tallahassee, Florida 32399

Re: **Biscayne Institutional Investors, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

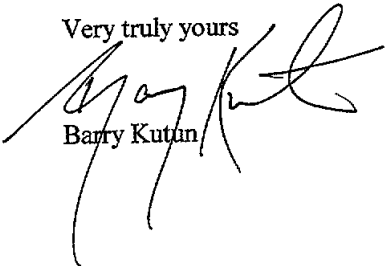
Dear Sir or Madam:

Enclosed please find: (I) The original and copy of the Articles of Incorporation (including consent to act as registered agent) for a new corporation to be know as **Biscayne Institutional Investors, Inc.**, and a check for Seventy Eight Dollars and 75 cents (\$78.75).

Please stamp a copy of the Articles of Incorporation, and mail it back to me at the above address. I also request a Certificate of Incorporation.

Please feel free to call me if you have any questions or requests. Thank you.

Very truly yours


Barry Kutun

Bisc Inst Investors Cov Letter

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FILED

00 NOV -2 AM 9:12

ARTICLES OF INCORPORATION
of
Biscayne Institutional Investors, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

Biscayne Institutional Investors, Inc.

ARTICLE II.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things therein mentioned, as fully and to the same extent as natural persons might do, viz:

(1) Transact any and all lawful business.

(2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest herein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees

as provided by the laws of the State of Florida.

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governments district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary and convenient to effect its purposes; —

To identify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum **one thousand (1000) shares**, having an individual per value of **ten dollar (\$10.00) per share**.

Unless other wise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation. Shares may be voted cumulatively.

ARTICLE V

The street address of the initial registered office and the name of the initial **Registered Agent** of this corporation shall be:

Barry Kutun
2012 Fisher Drive
Fisher Island, Florida 33109

I HEREBY CONSENT to act as Registered Agent for the above referenced Corporation, I also certify that I am familiar with the requirements of Florida laws as they relate to the duty of registered agents, and I meet all of the lawful requirements for serving as Registered Agent for service of process.

ARTICLE VI

The initial Board of Directors shall consist of a total of **1 ONE PERSON** and the name and address of the **ONE PERSON** who is to serve as an initial director is:

ARTICLE VII

Barry Kutun
2012 Fisher Drive
Fisher Island, Florida 33109

The address of the principal office of this corporation is:

Biscayne Institutional Investors, Inc.
2012 Fisher Drive
Fisher Island, Florida 33109

ARTICLE VIII

The name and address of the incorporator executing these Articles

Incorporation is:

Barry Kutun
2012 Fisher Drive
Fisher Island, Florida 33109

IN WITNESS WHEREOF the undersigned incorporator has executed these articles of incorporation this 30th day of October, 2000.

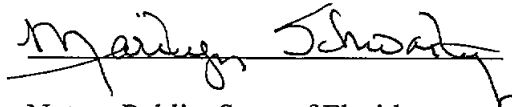
Barry Kutun

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set fourth above, personally appeared **Barry Kutun** known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of October, 2000.



Notary Public, State of Florida
at Large

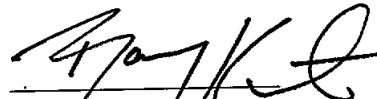
My commission expires:



Marilyn Schwartz
My Commission CC803691
Expires March 10, 2003

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Biscayne Institutional Investors, Inc.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501 (3).


Barry Kutun
October 30th, 2000.

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **Barry Kutun** known to me and known by me to be person who executed the foregoing Articles of Incorporation, and be acknowledge before me that the executed those Articles of Incorporation.

IN WITNESS WHERE OF, I have here unto set my hand and affixed my official seal in the state and county aforesaid, this 30th day, of October, 2000.



Notary Public, State of Florida
At large

My commission expires:

